



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

RECORDATION NO. 23353-B FILED

VIA UPS 2nd DAY AIR

JAN 29 '03 12:52 PM

January 24, 2003

SURFACE TRANSPORTATION BOARD

RECEIVED
JAN 29 2003
MAIL
MANAGEMENT
STB

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on this date with the Commission under Recordation Number 23353.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Kokomo Grain Company, Inc.
1002 West Morgan Street
Kokomo, IN 46901

A description of the railroad equipment covered by the enclosed document is fifty (50) 4750 cubic foot capacity covered hopper cars, with FURX, NDYX and RUSX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(KOGR005)

ASSGN. NO. KOG005

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of January, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Kokomo Grain Company ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 6, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 19, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K. A. Jombrowski

Name: K. A. JOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 13th day of January, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of January, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

KOKOMO GRAIN COMPANY INC.

By: Kokomo Grain Co

Name: Thomas J. Madru

Title: General Manager

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 9th day of January, 2003.

[CORPORATE SEAL]

STATE OF Indiana

COUNTY OF Howard

I, Joyce Jameson, a Notary Public of the County and State aforesaid, certify that Thomas J. Madru personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of January, 2003.

Joyce Jameson
Notary Public

Commission Expires:

5-19-09
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 4750 cubic foot covered hopper cars with trough hatches and gravity discharge gates

CAR NUMBERS: See below:

FURX	822289	FURX	830679
FURX	822910	FURX	830788
FURX	823927	FURX	832042
FURX	824340	FURX	832066
FURX	824390	FURX	832068
FURX	824395	FURX	832077
FURX	824407	FURX	832108
FURX	826022	FURX	832115
FURX	826028	FURX	832116
FURX	826050	FURX	832120
FURX	826286	FURX	832122
FURX	826801	FURX	832123
FURX	826829	FURX	832132
FURX	826855	FURX	832147
FURX	827004	FURX	833050
FURX	827898	FURX	839352
FURX	827991	FURX	839372
FURX	828016	NDYX	475062
FURX	828135	NDYX	475074
FURX	828764	NDYX	475122
FURX	829435	NDYX	490065
FURX	829842	NDYX	490068
FURX	830038	NDYX	512060
FURX	830504	RUSX	5492
FURX	830526	Count:	50
FURX	830672		